



## JATCORP LIMITED

ABN 31 122 826 242

### NOTICE OF GENERAL MEETING

Time: 2.00 pm (Sydney time)

Date: 12 September 2023

Place: 502/2 Bligh Street Sydney NSW 2000 and by  
video conference

## **IMPORTANT INFORMATION**

### **Venue and Voting Information**

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 2.00 PM (Sydney time) on 12 September 2023 at 502/2 Bligh Street Sydney NSW 2000 and as a virtual meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to by email to [admin@jatcorp.com](mailto:admin@jatcorp.com) or by calling (02) 8098 0232 at least 48 hours before the AGM. The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business.

### **Your vote is important**

The business of the General Meeting affects your shareholding and your vote is important.

### **Voting virtually at the Meeting**

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

### **How do I create an account with Automic?**

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

### **I have an account with Automic, what are the next steps?**

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the AGM:

1. Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
2. (Registration on the day) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
3. (Live voting on the day) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

For further information on the live voting process please see the Registration and Voting Guide at

[https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual\\_Meeting\\_Shareholder\\_Registration\\_Voting\\_Guide.pdf](https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual_Meeting_Shareholder_Registration_Voting_Guide.pdf)

### **Voting eligibility**

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as at 7.00pm (Sydney time) on 10 September 2023.

### **Voting by proxy**

To vote by proxy, please use one of the following methods:

- |                |   |
|----------------|---|
| <b>Online</b>  | Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.<br>For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgment Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a> |
| <b>By post</b> | Automic, GPO Box 5193, Sydney NSW 2001  |
| <b>By hand</b> | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000   |

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

### **Power of Attorney**

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

### **Corporate Representatives**

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

## **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of Shareholders of Jatcorp Limited ACN 122 826 242 will be held at 2.00 PM (AEDT) on 12 September 2023 at 502/2 Bligh Street Sydney NSW 2000 and as a virtual meeting (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statements and the Proxy Form are part of this Notice of Meeting.

## **AGENDA**

### **RESOLUTION 1: CONSOLIDATION OF SHARE CAPITAL**

To consider and, if thought fit, to pass the following as an **ordinary resolution**:

*“That pursuant to Section 254H of the Corporations Act and the Company’s Constitution, and for all other purposes, the issued capital of the Company be consolidated on the basis that every 30 (30) ordinary fully paid shares (Shares) be consolidated into one (1) share, and where this consolidation results in a shareholder holding a fraction of a Share, the Directors be authorised to round that holding up to the nearest whole Share.”*

#### **Short explanation**

Under the Corporations Act the Company is able to consolidate its share capital subject to shareholder approval by way of an ordinary resolution. The Company seeks shareholder approval to do so.

## **BY ORDER OF THE BOARD**



**Oliver Carton**  
**Company Secretary**  
**11 August 2023**

## **EXPLANATORY STATEMENT**

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolution in the Notice of Meeting.

### **RESOLUTIONS 1**

#### **A Background**

The Company currently has on issue 2,497,951,839 ordinary fully paid shares (**Shares**).

The directors consider that it is appropriate at this point in time to rationalise the number of shares the Company will have on issue by consolidating the share capital of the Company on a 1 for 30 basis. The consolidation will both reduce the number of Shares on issue and increase the share price, theoretically by a multiple of 30 times the share price prior to the consolidation.

The rationale behind the consolidation is that the share price remains low in relative terms. The Company's advice is that a higher share price is generally more attractive to institutional investors, financiers and fund managers.

If the consolidation of capital proceeds, the number of Shares on issue will be 83,265,061, subject to rounding discussed below.

The Company currently has on issue 832,350,263 \$0.032 options expiring 24 August 2024 listed on ASX (ASX code: JATO) (**Options**). Under the terms of the Options, if there is a share consolidation:

- The number of Options is divided by the consolidation number, being 30; and
- The exercise price is multiplied by the consolidation number.

This means that if Shareholder approve the consolidation, the number of Options on issue will be 27,745,008 subject to rounding discussed below, with an exercise price of \$0.96.

Current holding statements for Shares and Options in the Company will be replaced by new holding statements showing the number of Shares and Options you hold post the consolidation.

The Corporations Act allows a consolidation of share capital provided shareholders agree by ordinary resolution.

#### **B Fractional entitlements**

The Directors have decided that where a holder's holding of Shares or Options is not divisible by 30, and a fractional holding is left following the consolidation, that holding will be rounded up to the nearest whole number.

#### **C Effect of consolidation**

The effect of consolidation will be to reduce the number of Shares and Options on issue as set out above, and increase the exercise price of Options. The consolidation is not a reduction in capital and therefore there should be no impact on the value of individual holdings as a result of the consolidation, because each securities holder will still hold the same percentage interest in the Company as they held previously.

As Shares and Options are listed on ASX, the market price of Shares and Options is of course impacted by a number of factors, meaning that, over time, the Share price or Options Price may increase or decrease, and Directors can give no guarantees concerning the Share or Option price.

## **D Timetable for consolidation**

An indicative timetable for the consolidation process is as follows:

<b>Event</b>	<b>Appendix 7A, Section 7</b>	<b>Date</b>
General meeting to approve consolidation	-	12 September 2023
Notification to ASX of results of meeting	-	12 September 2023
Effective Date	Day 0	18 September 2023
Last day for trading in pre-reorganised securities	1 business day after effective date	19 September 2023
Trading in post consolidation Shares commences on a deferred settlement basis	2 business day after effective date	20 September 2023
Record Date	3 business day after effective date	21 September 2023
Last day to register transfers on a pre consolidated basis		
First day for Company to send notice to shareholders of change of holdings as a result of reorganisation	1 business day after record date	22 September 2023
First day for Company to register Shares on a post reorganisation basis		
Issue of holding statements	5 business day after record date	28 September 2023
Deferred trading of shares ends		
Last day for Shares to be entered into shareholders holdings and for despatch of notice to each shareholder		

### **E Recommendation of Directors**

The Directors recommend that Shareholders approve resolution 1 for the reasons given in paragraph A above.

If Resolution 1 is not passed, the consolidation cannot happen and the number of Shares and Options will not be changed.

## **Schedule 1 - Definitions**

In this Explanatory Statement and Notice of General Meeting:

**Board** means the Board of Directors of the Company.

**Company** means Jatcorp Limited ACN 122 826 242.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a current director of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**JAT** means Jatcorp Limited ACN 122 826 242.

**Notice** or **Notice of Meeting** means this Notice of General Meeting.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.





Jatcorp Limited | ABN 31 122 826 242

# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEST) on Sunday, 10 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

**All enquiries to Automic:**

**WEBSITE:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

